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DIVISION OF
OIL, GAS & MINING

DOGM
MINERALS PROGRAM
FILE COPY

m/029/001
Ideal Basic Industries, Inc.

Utah Division
6055 East Croydon Road
Auxiliary Route #3
Morgan, Utah 84050

801 829 6821

*(enclosures
routed to
bond file)*

State of Utah, Department of Natural Resources
Division of Oil, Gas and Mining
355 W. North Temple, 3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203

IDEAL

Re: Ideal merger into parent company Holman Inc.
Letter of Explanation

To: Permit Section:

The enclosed letters of transfer agreement and surety rider for bonding were to be sent to your office on or about February 15, 1990 for your review and to be put on the agenda for the next meeting of the board. Due to problems beyond Ideal and Holnam Inc.'s control, the information from the bonding agency was delayed until March 5, when it was received at our Denver office and forwarded to this Utah location. We realize that the date of the intent of the merger has passed prior to you receiving this information however, we ask for your understanding and consideration in the next meeting of the board of directors in this matter.

If you have further questions please contact:

msch
L. B. Giles Plant Manager
Kevin Ovard Technical Supervisor

Ideal Basic Industries
Aux. Rt. #3
Morgan, Utah 84050
801-829-6821

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State of Utah, Department of Natural Resources
Division of Oil Gas and Mining
355 W. North Temple, 3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203

IDEAL

Re: Ideal merger into parent company Holnam Inc.
Transfer of Approval Order ACT/029/001

To: Permit Section:

Ideal Basic Industries, Inc. (hereinafter "Ideal"),
hereby gives notice that on or about March 7, 1990, it will
merge into its parent company, Holnam Inc. Ideal will cease
to exist as an independent entity and all assets and
liabilities of Ideal will be transferred by operation of law
to Holnam Inc. The operations conducted at the Devils Slide
Facility, located at 6055 East Croydon Road, Morgan, Utah,
however will remain in all aspects the same as when Ideal
functioned as a subsidiary of the parent company, Holnam Inc.

We assume that your receipt of this statement of
acceptance and the attached letter of bonding surety suffices
to initiate the transfer of the Approval No. ACT\029\001
Devils's Slide Cement Plant Quarry from Ideal, the former
owner-operator, to Holnam Inc., the entity that will become
the new owner-operator, on or about March 7, 1990.

Feb. 15, 1990

Yours truly,



T. Frank Gamble
Vice President and General Manager
Utah Division, Ideal Basic Industries



6 Stamford Forum
STAMFORD, CT 06901
Telephone 203/978 00 50
Telefax 203/325 00 82

Hof North America, Inc.

Transfer Agreement

This Agreement is entered into this date by Ideal Basic Industries, Inc. (hereinafter "Ideal"), and Holnam Inc. in order to effect a transfer of Department of Natural Resources Approval No. ACT/029/001 Devil's Slide Cement Plant Quarry Operation, Morgan County and the responsibility, coverage and liability thereunder from Ideal to Holnam Inc.

On the date such transfer becomes effective, Holnam Inc. agrees to assume the responsibility, coverage and liability of Permit No. ACT/029/001 and Ideal agrees to relinquish all rights which it may have under said permit.

This agreement is entered into by both parties this 15th day of February, 1990. The Transfer is to become effective on or about March 7, 1990.

Cheryl R. Johnson
Witness

IDEAL BASIC INDUSTRIES
By: Paul T. Tronchin
Senior Vice President
Signature and Title of
Responsible Corporate
Officer (Vice President
or Higher)

Sharon M. Wood
Witness

HOLNAM INC.
BY: Robert J. Nori
Vice President
Signature and Title of
Responsible Corporate
Officer (Vice President
or Higher)

Feb. 15, 1990



SURETY RIDER

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
FIRST NATIONAL INSURANCE COMPANY
OF AMERICA
HOME OFFICE: SAFECO PLAZA
SEATTLE, WASHINGTON 98185

To be attached to and form a part of

Type of Bond: Mined Land Reclamation

Bond No. 1

dated effective October 21, 1987
(Month, Day, Year)

executed by IDEAL BASIC INDUSTRIES, INC., as principal,
(Principal)

and by Safeco Insurance Company of America, as surety,
(Surety)

in favor of State of Utah, Department of Natural Resources,
Division of Oil, Gas and Mining
(Obligee)

In consideration of the mutual agreements herein contained the
Principal and the Surety hereby consent to changing

Name of Principal

From: Ideal Basic Industries, Inc.

To: HOLNAM INC.

Nothing herein contained shall vary, alter or extend any provision
or condition of this bond except as herein expressly stated.

This rider is effective March 7, 1990
(Month, Day, Year)

Signed and Sealed February 28, 1990
(Month, Day, Year)

HOLNAM INC.

Principal

By: Robert J. Min, Vice President
Title

Safeco Insurance Company of America

Surety

By: Vera T. Kalba Attorney-In-Fact



POWER
OF ATTORNEY

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE SAFECO PLAZA
SEATTLE, WASHINGTON 98185

No. 6

KNOW ALL BY THESE PRESENTS:

That **SAFECO INSURANCE COMPANY OF AMERICA** and **GENERAL INSURANCE COMPANY OF AMERICA**, each a Washington corporation, does each hereby appoint

-----PATRICIA A. PHILLIPS; VERA T. KALBA; MaSHARON D. POSEY; PAMELA J. HANSEN;
Denver, Colorado-----

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby

IN WITNESS WHEREOF, **SAFECO INSURANCE COMPANY OF AMERICA** and **GENERAL INSURANCE COMPANY OF AMERICA** have each executed and attested these presents

this 9th day of January, 19 90

CERTIFICATE

Extract from the By-Laws of **SAFECO INSURANCE COMPANY OF AMERICA**
and of **GENERAL INSURANCE COMPANY OF AMERICA**:

"Article V, Section 13. — FIDELITY AND SURETY BONDS . . . the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business . . . On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of **SAFECO INSURANCE COMPANY OF AMERICA**
and of **GENERAL INSURANCE COMPANY OF AMERICA** adopted July 28, 1970

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, Boh A. Dickey, Secretary of **SAFECO INSURANCE COMPANY OF AMERICA** and of **GENERAL INSURANCE COMPANY OF AMERICA**, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 28th day of FEBRUARY, 19 90